



General Assembly

January Session, 2001

Amendment

LCO No. 8268

Offered by:

REP. ABRAMS, 83rd Dist.

REP. FARR, 19th Dist.

SEN. FONFARA, 1st Dist.

To: Subst. Senate Bill No. 1316

File No. 450

Cal. No. 559

***"AN ACT CONCERNING THE FILING OF LIMITED LIABILITY
DOCUMENTS WITH THE SECRETARY OF THE STATE."***

1 After line 178, add the following:

2 "Sec. 6. Section 34-120 of the general statutes is repealed and the
3 following is substituted in lieu thereof:

4 One or more organizers may form a limited liability company by
5 signing and filing articles of organization with the Secretary of the
6 State. The organizer or organizers need not be members of the limited
7 liability company at the time of formation or after formation has
8 occurred. The organizer or organizers shall prepare a writing to be
9 held with the records of the limited liability company, setting forth: (1)
10 The name and residence address of each person who has become an
11 initial member of the limited liability company; and (2) if the articles of
12 organization provide that the management of the limited liability
13 company is vested in a manager or managers, the name and residence

14 address of each initial manager. [The organizer or organizers shall
15 have no obligation to make filings with the Secretary of the State
16 identifying the members or any managers, but the] The limited liability
17 company shall maintain, pursuant to subsection (a) of section 34-144, a
18 record of the members and any managers. In addition to the articles of
19 organization, the organizer or organizers shall file with the Secretary of
20 the State a writing containing the name and respective business and
21 residence addresses of a manager or a member of the limited liability
22 company.

23 Sec. 7. Section 34-223 of the general statutes is repealed and the
24 following is substituted in lieu thereof:

25 Before transacting business in this state, a foreign limited liability
26 company shall register with the Secretary of the State. In order to
27 register, a foreign limited liability company shall submit to the
28 Secretary of the State an original signed copy of an application for
29 registration as a foreign limited liability company executed by a person
30 with authority to do so under the laws of the state or other jurisdiction
31 of its formation. The application shall set forth: (1) The name of the
32 foreign limited liability company and, if different, the name under
33 which it proposes to transact business in this state; (2) the state or other
34 jurisdiction where formed, and date of its organization; (3) the name
35 and address of the agent in this state for service of process on the
36 foreign limited liability company required to be maintained by section
37 34-224 and an acceptance of such appointment signed by the agent
38 appointed if other than the Secretary of the State; (4) the address of the
39 office required to be maintained in the state or other jurisdiction of its
40 organization by the laws of that state or jurisdiction or, if not so
41 required, of the principal office of the foreign limited liability
42 company; (5) a representation that the foreign limited liability
43 company is a "foreign limited liability company" as defined in
44 subsection (7) of section 34-101; [and] (6) the character of the business
45 which the foreign limited liability company intends to transact in this
46 state; and (7) the name and respective business and residence
47 addresses of a manager or a member of the foreign limited liability

48 company.

49 Sec. 8. Subsection (c) of section 34-106 of the general statutes is
50 repealed and the following is substituted in lieu thereof:

51 (c) Each annual report shall set forth: (1) The name of the limited
52 liability company, [and] (2) the limited liability company's current
53 principal office address, and (3) the name and respective business and
54 residence addresses of a manager or a member of the limited liability
55 company."